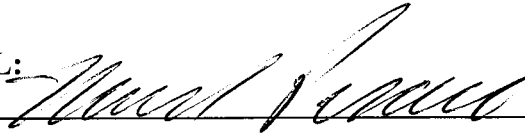


REPORT

DATE: October 19, 2005
TO: Report to the Executive Committee, Regional Council
FROM: Bylaws Committee
SUBJECT: Proposed Bylaw Changes

EXECUTIVE DIRECTOR'S APPROVAL:



Recommendation: The Bylaws Committee recommends that the Executive Committee approve and forward to the Regional Council for approval the attached proposed changes to the Bylaws.

The Bylaws Committee met on September 21, 2005 to consider various changes to the Bylaws which have been raised throughout the course of the year. The Committee agreed upon the changes which are attached.

A summary of the changes is as follows:

- With regard to the Administration Committee, the President would be given the discretion to appoint additional Regional Council members to the Committee in the event that a subregional organization is not otherwise represented on the Committee.
- With regard to each Policy Committee, the President to the extent practicable is to appoint an equal number of members taking into consideration factors such as regional representation, geographical balance, and diversity of views.
- With regard to the quorum of the Executive Committee, in the event that there is a vacancy in the membership of the Committee, the quorum would be reduced from 5 to 4 members.
- With regard to the selection of the Officers of the Regional Council, every fourth year a County representative would be selected for the office of second Vice-President. This would eliminate the currently specified three year rotation for the office of President. Since the rotation would occur at the second Vice-President position, there would be no need to have the "catch up" provisions regarding the office of the President.

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DATE: October 19, 2005

TO: Report to the Executive Committee, Regional Council

FROM: Bylaws Committee

SUBJECT: Proposed Bylaw Changes (Redline)

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Administration Committee: The Regional Council shall establish an Administration Committee for the purpose of developing policy recommendations to the Regional Council on administration, human resources, budgets, finance, operations, communications, or any other matter specifically referred by the Regional Council.

- (a) The Administration Committee shall meet unless otherwise scheduled by the Chair of the Committee on the same day the Regional Council meets.
- (b) Unless otherwise required by law, all recommendations from the Administration Committee shall be placed on the Regional Council agenda for consideration on the same day as action items.
- (c) Membership on the Administration Committee shall consist of all SCAG Officers, Policy Committee Chairs and Vice Chairs, and an additional six (6) Regional Council members appointed by the President. In the event a subregional organization is not represented on the Committee, the President may appoint additional Regional Council members to ensure there is at least one (1) Regional Council member from each subregion.
- (d) The President shall appoint all members of the Administration Committee for a one (1) year term, which appointment shall expire upon the adjournment of the regular meeting of the General Assembly.
- (e) A quorum of the Administration Committee shall be one-third (1/3) of its members.

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The Committee shall elect by a majority of members present the Chair and Vice Chair of the Administration Committee for a one (1) year term, which shall expire upon the adjournment of the regular meeting of the General Assembly. A person may serve as Chair for two consecutive full terms. If a vacancy occurs in the office of the Chair, the Vice-Chair shall serve as Chair for the

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unexpired term and a Vice-Chair shall be elected by the Committee to serve the unexpired term.

- (8) **Policy Committees:** The Regional Council shall establish as permanent committees the "Policy Committee on Transportation and Communications", the "Policy Committee on Energy and Environment", and the Policy Committee on "Community, Economic and Human Development." for the purpose of developing recommendations to the Regional Council. Unless otherwise determined by the Regional Council, it shall consider recommendations from the Policy Committees at the Regional Council meeting in the following month.

(a) The Policy Committees may:

- (1) Include voting members which shall be Regional Council members: one (1) representative from the California Department of Transportation; and one (1) general purpose local government elected official representative from each of the subregional organizations recognized by action of the Regional Council as participants in the Regional Comprehensive Plan planning process and one (1) duly appointed board member, who is a general purpose local elected official, from an agency with which the Association has a statutory or Memorandum of Understanding relationship.
- (2) Include ex-officio (non-voting) members which shall be representatives from regional and subregional single purpose public agencies and other members as approved by the Regional Council.
- (3) Elect by a majority of the Committee present the Chair and Vice Chair for each of the Policy Committees for one (1) year terms, which shall expire upon the adjournment of the regular meeting of the General Assembly. No person may serve as Chair for more than two consecutive full terms. If a vacancy occurs in the office of Chair, the Vice Chair shall serve as Chair for the unexpired term and a new Vice Chair shall be elected by a majority vote of the Committee present to fill the unexpired term.
- (4) To take action, shall require an affirmative vote of a majority of the members constituting a quorum. A quorum of a Policy Committee shall be one-third (1/3) of the voting members.

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- (5) Shall meet on the same day that the Regional Council meets unless otherwise scheduled by the Chair of the Committee with the concurrence of a majority of a quorum of the Committee.

(b) **The President with regard to each Policy Committee shall:**

- (1) Appoint all Regional Council members to one of the Policy Committees for two (2) year terms. In making such appointments, the President shall to the extent practicable appoint an equal number of members to each policy committee taking into consideration regional representation, geographical balance, diversity of views and other factors as deemed appropriate by the President.
- (2) Appoint to the Policy Committees members representing public agencies which have a statutory or Memorandum of Understanding relationship with SCAG. The members shall be appointed for two-(2) year terms based on a written request from the agency's governing board. Appointments shall be limited to one representative from each public agency. In making such appointments, the President shall consider regional representation.
- (3) Appoint ex-officio (non-voting) members upon the recommendation of the individual Policy Committee members to the Policy Committees representing the business sector, labor, community groups and other public interest groups
- (4) In addition to the appointments to the Policy Committees of subregional organization elected representatives provided for in Article V - A-8, the President shall appoint to the Policy Committees additional elected official representatives from each subregional organization which has at least four (4) Districts.
- (5) The determination of the total number of additional representatives from each subregional organization to appoint to the Policy Committees shall be as follows: One (1) additional elected official representative for each District in excess of three (3) Districts shall be appointed by the President. The governing boards of each of the subregional organizations shall nominate the additional representatives provided for in this section (4) to be

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appointed to the Policy Committees. In making the appointments, the President shall consider, among other things, regional representation.

- (c) **Policy Committee on Transportation and Communications:**
This committee shall:
 - (1) Study problems, programs and other matters, which pertain to the regional issues of mobility, air, transportation control measures and communications.
- (d) **Policy Committee on Energy and Environment:** This committee shall:
 - (1) Study problems, programs and other matters, which pertain to the regional issues of energy and the environment.
- (e) **Policy Committee on Community, Economic and Human Development:** This committee shall:
 - (1) Study problems, programs and other matters which pertain to the regional issues of community, economic and human development, housing and growth. This committee shall review projects, plans and programs of regional significance for consistency and conformity with applicable regional plans.
- (9) **Appointments:** The President is authorized to appoint members of the Regional Council to SCAG committees, ad hoc committees, subcommittees, or task forces to study specific problems, programs, or other matters which the Regional Council or General Assembly have approved for study. The President is also authorized to appoint Regional Council members to governing boards of other agencies, districts, commissions, and authorities as representatives of the Association. If no Regional Council members are available for such appointment, the President may appoint an elected official not on the Regional Council to represent the Association. Elected officials appointed to represent the Association who are not then members of the Regional Council shall be Ex-Officio members of the Regional Council without the right to vote. Terms of appointment of Regional Council members and other elected officials to governing boards of other agencies, districts, commissions, and authorities shall be consistent with the term of office of the appointing President.
- (10) Notwithstanding any other provision of these Bylaws to the contrary, the Regional Council shall include representatives from the region's County

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Transportation Commissions, ("CTC") and the Imperial Valley Association of Governments ("IVAG").

- (a) **Representation on the Regional Council:** In addition to the regular membership, the Regional Council shall include one (1) general purpose local government elected official representative, defined as either an elected city council member or member of a County Board of Supervisors, from the governing boards of each of the five (5) CTCs, and one from the IVAG.
- (b) **Appointment and Dues**
 - (1) CTC and IVAG representatives to the Regional Council shall be appointed by their respective governing boards, and the appointments shall be formally communicated in writing to the President.
 - (2) Any Regional Council member representing a CTC or the IVAG which has not paid its annual dues assessment within three (3) months of the July 1-June 30 fiscal year shall be granted Ex-Officio status without the right to vote, on the Regional Council.
- (c) **Terms of Office:** CTC, and IVAG representatives to the Regional Council shall be appointed to two (2) year terms.
- (d) **Voting**
 - (1) Each official representative from the CTC, and the IVAG shall have the right to vote in the same manner as other members of the Regional Council.
 - (2) Notwithstanding the provisions of (1) above, the representatives from the CTC and the IVAG shall not be entitled to request a "division of the house" vote, shall not be included in the tabulation of the number of county representatives required to request a "division of the house" vote and shall not be entitled to vote on a matter considered as a result of a "division of the house."
- (e) **Officers:** Notwithstanding subsection (2) above, the representatives from the CTC, and IVAG shall not be eligible to be elected by the Regional Council as Officers of the Association
- (f) **Policy Committees:** Regional Council members representing the CTC and the IVAG shall have the right to vote as members of the

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Policy Committees and may, if they are also a locally elected official be appointed Chair or Vice Chair of a Policy Committee.

- (g) **Regional Council Membership Assessment for CTC and IVAG:** Each CTC and the IVAG shall pay a fixed annual Regional Council membership assessment based on total population, using the following assessment table:

<u>Total Population</u>	<u>Annual Assessment</u>
Up to 249,000	\$ 3,500
250,000-1,099,999	\$ 10,000
1,100,000-1,999,000	\$ 15,000
2,000,000-3,999,999	\$ 25,000
More than 4,000,000	\$ 35,000

(11) **Executive Committee**

- (a) **Membership:** The membership of the Executive Committee shall be comprised of the President, Vice President, Second Vice President and Immediate Past-President. The Executive Committee shall also include the Chair of the Administration Committee and the three Policy Committee Chairs.
- (b) **Meetings:** Executive Committee shall meet on the same day as the regularly scheduled meeting of the Regional Council unless otherwise determined by the President.
- (c) **Duties**
- (1) Subject to the policy established by the General Assembly and Regional Council, and in the event that the Executive Committee determines by majority vote that there is a need to take immediate action prior to the next regular meeting of the Regional Council, the Executive Committee shall be authorized to make decisions and take actions that are binding upon the Association.
 - (2) In event that the Executive Committee meets on other than a regularly scheduled date, the President shall submit a full written report of the Executive Committee's activities and actions at the next regularly scheduled meeting of the Regional Council.

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- (3) Subject to the policies of the Regional Council, the Executive Committee shall be responsible for negotiating an annual Performance Agreement with the Executive Director. The Executive Director's Performance Agreement shall be effective the first day of July of the calendar year. The Executive Committee, subject to ratification of the Regional Council, shall be responsible for performing the annual evaluation of the Executive Director's performance of the prior year's agreed-upon Performance Agreement. The Executive Committee shall complete the Executive Director's annual Performance Evaluation not later than the regularly scheduled meeting of the June Regional Council meeting.
- (4) The powers and duties of the Executive Committee shall include such other duties as the Regional Council may delegate.
- (d) **Voting:** A quorum shall be five (5) members of the Executive Committee. In the event that a vacancy in the membership of the committee occurs, the quorum shall be reduced by one until such time as the vacancy is filled. The affirmative vote of the majority of the Executive Committee quorum is required for an action by the Executive Committee.

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ARTICLE VI- OFFICERS, DUTIES, ELECTIONS AND VACANCIES

- A. Officers of the Association shall consist of a President, a Vice President, a Second Vice President, and a Secretary-Treasurer. The Association's President, Vice President, and Second Vice President shall be elected annually by the Regional Council at its annual General Assembly meeting, from among its membership as set forth below. The Executive Director of the Association shall serve as the Secretary-Treasurer of the Association, but shall have no vote in the Association.
- B. Officers of the Association, except the Secretary-Treasurer, shall be elected from a list of candidates for each office which shall be prepared by a Nominating Committee composed of three (3) County representatives and three (3) District representatives appointed by the President. The recommended candidates for each office shall be submitted to the Regional Council by the Nominating Committee at least one (1) month prior to the annual General Assembly meeting. New Officers shall take office on adjournment of that meeting. The office of the Second Vice-President, shall alternate to have a county representative every fourth year.

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- C. A vacancy shall immediately occur in the office of the President, Vice President, or Second Vice President upon the resignation or death of the person holding such office, or upon ceasing to be the official representative of a member county or of a District. Upon the occurrence of a vacancy in the office of President, Vice President, or Second Vice President, a vacancy shall be filled for the balance of an unexpired term in order of succession by elevating the next remaining officer to such position, and the President shall call for a Special Election to fill the unexpired term of the office of Second Vice President. Such second Vice President shall be selected from a list of candidates which shall be prepared by a Nominating Committee structured in accordance with the provisions of Section B. The nominee selected for the office of second Vice President shall be submitted to the Regional Council by the Nominating Committee. The new second Vice President shall take office upon adjournment of that meeting.
- D. The President of the Association shall be the presiding officer of the Regional Council and of the General Assembly. The Vice President shall act as the presiding officer in his/her absence. The Second Vice President shall act as the presiding officer in the absence of both of the above officers.
- E. The Secretary-Treasurer shall maintain a record of all Association proceedings, maintain custody of all Association funds, and otherwise perform the usual duties of such office.

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Deleted: Notwithstanding anything to the contrary in Section B, the Vice President shall not be precluded from seeking election to the Presidency at the next regular annual meeting, if a vacancy in office is filled pursuant to this section. In the event the Vice President succeeds to the office of President which succession does not comply with the County-City representative rotation set forth in Section B, then the Second Vice President position shall be rotated between City and County representation for the next 2 catch up years at which time the regular rotation between City and County representatives shall be reinstated in accordance with the provisions of Section B. (Amended September 4, 2003).¶

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